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KERRIGAN R. BENNETT
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September 7, 2004

BY ELECTRONIC TRANSMISSION

Sheilah Curtis
Principal Deputy County Counsel
500 West Temple Street, Room 648
Los Angeles, CA 90012

Re: Pasadena Unified School District 2004 General Obligation Refunding Bonds

Dear Ms. Curtis:

Our firm is acting as bond counsel to the Pasadena Unified School District (the "District") in connection with the District's issuance of its 2004 General Obligation Refunding Bonds (the "Refunding Bonds"). Enclosed please find the following documents prepared in connection with the Refunding Bonds:

1. Resolution of the District, authorizing the issuance of the Refunding Bonds (the "District Resolution");
2. Form of Purchase Contract for the Refunding Bonds;
3. Form of Escrow Agreement for the District's 1998 General Obligation Bonds (Election of 1997, Series A);
4. Form of Escrow Agreement for District's 1999 General Obligation Bonds (Election of 1997, Series B); and
5. Resolution of the Los Angeles County Board of Supervisors, authorizing the levy of taxes for the Refunding Bonds and directing the County Auditor-Controller to maintain the taxes on the roll (the "County Resolution").

The Board of Education of the District is scheduled to consider the District Resolution at its September 14, 2004 meeting; and, market conditions permitting, the District intends to issue the Refunding Bonds on or about September 29, 2004. Upon adoption of the District Resolution, an executed original thereof will be forwarded by the District to the Los Angeles County Board of Supervisors (the "County Board"), to the attention of Janet Logan of the Executive Office of the County Board.

Please review the County Resolution and, after approving the form thereof, forward it to Janet Logan for inclusion on the agenda of the September 21, 2004 meeting of the County Board.

Sheilah Curtis
September 7, 2004
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Please don't hesitate to contact me if you have any questions about this request. An executed original of this letter will be forwarded without delay.

Best regards,

A handwritten signature in black ink, appearing to read 'Kerrigan R. Bennett', with a stylized, flowing script.

Kerrigan R. Bennett

cc: ✓ Janet Logan

**RESOLUTION OF THE LOS ANGELES COUNTY BOARD OF SUPERVISORS
AUTHORIZING THE LEVY OF TAXES FOR GENERAL OBLIGATION
REFUNDING BONDS OF THE PASADENA UNIFIED SCHOOL DISTRICT,
DESIGNATING THE PAYING AGENT THEREFOR AND DIRECTING THE
COUNTY AUDITOR-CONTROLLER TO MAINTAIN TAXES ON THE TAX ROLL**

WHEREAS, a duly called election was held in the Pasadena Unified School District, Los Angeles County, State of California (hereinafter referred to as the "District"), on November 4, 1997 (the "Authorization") and thereafter canvassed pursuant to law;

WHEREAS, at such election there was submitted to and approved by the requisite two-thirds vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the maximum principal amount of \$240,000,000, payable from the levy of an ad valorem tax against the taxable property in the District;

WHEREAS, the Board of Supervisors of Los Angeles County (the "County") previously issued under the Authorization on behalf of the District (i) \$50,000,000 original principal amount of Pasadena Unified School District (Los Angeles County, California) 1998 General Obligation Bonds (Election of 1997, Series A) (the "1998 Bonds") and (ii) \$50,000,000 original principal amount of Pasadena Unified School District (Los Angeles County, California) 1999 General Obligation Bonds (Election of 1997, Series B) (the "1999 Bonds" and, collectively with the 1998 Bonds, the "Prior Bonds");

WHEREAS, the Board of Education of the District has determined in a Resolution adopted on September 14, 2004 to authorize the issuance and sale of its 2004 General Obligation Refunding Bonds (the "Bonds") in the aggregate principal amount of \$89,000,000 to advance refund the Refunded Bonds pursuant to Section 53550 of the Government Code;

WHEREAS, the Board of Supervisors (the "Board") of the County has been formally requested by the District to levy taxes in an amount sufficient to pay the principal of and interest on the Bonds when due, and to direct the Auditor- Controller of the County to maintain on its tax roll, and all subsequent tax rolls, taxes sufficient to fulfill the requirements of the debt service schedule for the Bonds, commencing on November 1, 2004 that will be provided to the Auditor-Controller by the District following the sale of the Bonds; and

WHEREAS, the Los Angeles County Treasurer and Tax Collector (the "Treasurer") has been appointed by the District as the authenticating agent, bond registrar, transfer agent and paying agent (collectively, the "Paying Agent") for the Bonds on behalf of the District, and the District has consented to the Treasurer's contracting with a third party to perform the service of Paying Agent.

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. Levy of Taxes. That this Board levy taxes in an amount sufficient to pay the principal of and interest on the Bonds.

SECTION 2. Preparation of Tax Roll. That the Auditor-Controller of the County of Los Angeles is hereby directed to maintain on its tax roll, and all subsequent tax rolls, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the Bonds, commencing on November 1, 2004, which will be provided to the Auditor-Controller by the District following the sale of the Bonds.

SECTION 3. Effective Date. That this Resolution shall take effect immediately upon its passage.

The foregoing resolution was adopted on the __th day of _____, 2004, by the Board of Supervisors of the County of Los Angeles and ex officio the governing body of all other special assessment and taxing districts, agencies and authorities for which said Board so acts.

VIOLET VARONA-LUKENS, Executive
Officer-Clerk of the Board of Supervisors of
the County of Los Angeles

By: _____
DEPUTY

APPROVED AS TO FORM:

OFFICE OF THE COUNTY COUNSEL

By: _____
Deputy County Counsel